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Form 990-PF



Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052







2013


Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation DENNIS & PHYLLIS WASHINGTON FOUNDATION		A Employer identification number 36-3606913	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 16630		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code MISSOULA, MT 598086630		B Telephone number (see instructions) (406) 523-1300	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 588,352,220		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
<input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	69,148,404			
	2 Check ▶ <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,536,343	2,556,171		
	4 Dividends and interest from securities.	7,216,834	6,237,021		
	5a Gross rents		477		
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	5,202,232			
	b Gross sales price for all assets on line 6a 360,649,158				
	7 Capital gain net income (from Part IV, line 2)		5,425,677		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)		8,229		
	12 Total. Add lines 1 through 11	84,103,813	14,227,575		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 13,358	0		53,771
	b Accounting fees (attach schedule)	 171,709	0		146,824
	c Other professional fees (attach schedule)	 1,392,502	1,379,585		14,740
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 630,809	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,351	0		1,867
	22 Printing and publications	851	0		688
	23 Other expenses (attach schedule)	 128,750	30,636		161,281
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	2,339,330	1,410,221		379,171
	25 Contributions, gifts, grants paid	11,451,947			11,361,120
	26 Total expenses and disbursements. Add lines 24 and 25	13,791,277	1,410,221		11,740,291
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	70,312,536			
	b Net investment income (if negative, enter -0-)		12,817,354		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,994,679	387,591	387,591
	2	Savings and temporary cash investments	169,561,477	55,820,674	55,820,674
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ <u>676,332</u> Less allowance for doubtful accounts ▶ _____	1,501,114	676,332	676,332
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	64,031,122	 56,868,973	56,868,973
	b	Investments—corporate stock (attach schedule)	57,144,830	 227,795,323	227,795,323
	c	Investments—corporate bonds (attach schedule).	159,789,123	 196,313,415	196,313,415
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	45,955,732	 50,489,912	50,489,912
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	499,978,077	588,352,220	588,352,220
	17	Accounts payable and accrued expenses	213,102	3,503,589	
	18	Grants payable	2,967,587	3,078,413	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 105,919	 329,685	
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	3,286,608	6,911,687	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	496,691,469	581,440,533	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	496,691,469	581,440,533	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	499,978,077	588,352,220	

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	496,691,469
2	Enter amount from Part I, line 27a	2	70,312,536
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	14,436,528
4	Add lines 1, 2, and 3	4	581,440,533
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	581,440,533

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		
b	FROM PASSTHROUGH K-1S	P		
c	CAPITAL GAIN DISTRIBUTION	P		
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 360,225,724		355,207,941	5,017,783
b			-15,540
c 423,434			423,434
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			5,017,783
b			-15,540
c			423,434
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	5,425,677
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	4,060,966	434,059,563	0 009356
2011	20,942,995	371,718,847	0 056341
2010	20,718,865	309,235,855	0 067000
2009	15,816,872	249,468,427	0 063402
2008	6,013,636	200,348,959	0 030016

2 Total of line 1, column (d).	2	0 226115
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 045223
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	505,956,845
5 Multiply line 4 by line 3.	5	22,880,886
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	128,174
7 Add lines 5 and 6.	7	23,009,060
8 Enter qualifying distributions from Part XII, line 4.	8	11,740,291

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)				
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1				
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b				
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	1	256,347		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0		
3 Add lines 1 and 2.	3	256,347		
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	256,347		
6 Credits/Payments				
a 2013 estimated tax payments and 2012 overpayment credited to 2013			6a	237,106
b Exempt foreign organizations—tax withheld at source			6b	
c Tax paid with application for extension of time to file (Form 8868)			6c	85,000
d Backup withholding erroneously withheld			6d	
7 Total credits and payments. Add lines 6a through 6d.	7	235,957		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	404		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	20,794		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11			

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MT _____			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b		No
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶WWW DPWFOUNDATION ORG	13	Yes	
14	The books are in care of ▶ELOISE JERGESON Telephone no ▶(406) 523-1300 Located at ▶101 INTERNATIONAL DRIVE MISSOULA MT ZIP +4 ▶59808			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

YesNo

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total

number of other employees paid over \$50,000.

0

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Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GOLDMAN SACHS & CO	FUND MANAGER	593,309
71 S WACKER DR CHICAGO,IL 60606		
WASHINGTON CORP	ACCOUNTING SERVICES	286,395
101 INTERNATIONAL DR MISSOULA,MT 59808		
DIMEO SCHNEIDER & ASSOCIATES LLC	INVESTMENT ADVISORS	241,546
500 WEST MADISON ST STE 1700 CHICAGO,IL 60661		
TORTOISE CAPITAL ADVISORS	INVESTMENT ADVISORS	138,754
11550 ASH ST STE 300 LEAWOOD,KS 66221		
NORTHERN TRUST	INVESTMENT CUSTODIAN	103,303
50 S LASALLE ST CHICAGO,IL 60603		
Total number of others receiving over \$50,000 for professional services.		1


Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	422,388,710
b	Average of monthly cash balances.	1b	46,512,628
c	Fair market value of all other assets (see instructions).	1c	44,760,434
d	Total (add lines 1a, b, and c).	1d	513,661,772
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	513,661,772
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	7,704,927
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	505,956,845
6	Minimum investment return. Enter 5% of line 5.	6	25,297,842

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	25,297,842
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	256,347
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	256,347
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	25,041,495
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	25,041,495
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	25,041,495

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	11,740,291
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	11,740,291
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	11,740,291
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				25,041,495
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			7,931,144	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 11,740,291				
a Applied to 2012, but not more than line 2a			7,931,144	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				3,809,147
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				21,232,348
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

PHYLLIS J WASHINGTON

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

DENNIS PHYLLIS WASHINGTON FOUNDATIO
PO BOX 16630
MISSOULA, MT 598086630
(406) 523-1300

b

The form in which applications should be submitted and information and materials they should include

STANDARD APPLICATION FORM IS FOUND ON THE INTERNET AT WWW.DPWFOUNDATION.ORG

c

Any submission deadlines

NONE - THE CONTRIBUTIONS COMMITTEE MEETS QUARTERLY

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

GENERALLY LIMITED TO 501(C)(3) ORGANIZATIONS WITH AN EMPHASIS ON YOUTH AND EDUCATION IN GEOGRAPHICAL AREAS IN WHICH THE WASHINGTON COMPANIES OPERATE

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	11,361,120
b Approved for future payment See Additional Data Table				
Total			3b	1,917,134

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2013)

l. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash.	1a(1)	Yes	
(2) Other assets.	1a(2)		No

d	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2)	Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3)	Rental of facilities, equipment, or other assets.	1b(3)	No
(4)	Reimbursement arrangements.	1b(4)	No
(5)	Loans or loan guarantees.	1b(5)	No
(6)	Performance of services or membership or fundraising solicitations.	1b(6)	No

c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No


Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2015-11-12 Date	***** Title
	<div style="border: 1px solid black; padding: 5px; display: inline-block;"> May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>		

Form **990-PF** (2013)

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PHYLLIS J WASHINGTON	DIRECTOR 5 00	0	0	0
PO BOX 16630 MISSOULA, MT 598086630				
LAWRENCE R SIMKINS	PRESIDENT/DIRECTOR 2 00	0	0	0
PO BOX 16630 MISSOULA, MT 598086630				
MIKE HALLIGAN	EXEC DIRECTOR/SECRETARY 25 00	0	0	0
PO BOX 16630 MISSOULA, MT 598086630				
BRIAN T SHERIDAN	DIRECTOR 1 00	0	0	0
PO BOX 16630 MISSOULA, MT 598086630				
WILLIAM H BRODSKY	DIRECTOR 1 00	0	0	0
PO BOX 16630 MISSOULA, MT 598086630				
ROLIN ERICKSON	DIRECTOR 1 00	0	0	0
PO BOX 16630 MISSOULA, MT 598086630				
PAUL W KEIPER	VICE PRESIDENT 1 00	0	0	0
PO BOX 16630 MISSOULA, MT 598086630				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A CAROUSEL FOR MISSOULA FOUNDATION INC 101 CAROUSEL DRIVE MISSOULA,MT 59802		PC 509(A)(2)	RENTAL SPACE-PRODUCE VENDORS	2,500
A FAMILY FOR EVERY CHILD 1675 WEST 11TH AVE EUGENE,OR 97402		PC 509(A)(2)	SUPPORT PROGRAMS GRANT	10,000
A PRECIOUS CHILD INC 557 BURBANK STREET UNIT E BROOMFIELD,DC 80020		PC 170(B)(1)(A)(VI)	PROGRAM FUNDING	2,500
A VOICE-ART VISION & OUTREACH IN COMMUNITY EDUCATION PO BOX 832 PABLO,MT 59855		PC 170(B)(1)(A)(VI)	ARTS/CREATIVE WRITING PROGRAM	10,000
ACTION FOR EASTERN MONTANA INC BOX 1309 WIBAUX,MT 59330		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	1,000
ALBERTON COMMUNITY FOOD BANK PO BOX 243 ALBERTON,MT 59820		PC SO I	HOLIDAY GIVING 2013	2,000
ALLIANCE FOR CHOICE IN EDUCATION (DBA ACE SCHOLARSHIPS) 1201 E COLFAX AVENUE DENVER,CO 80218		PC 170(B)(1)(A)(VI)	FUND SCHOLARSHIPS AWARDED BY ORGANIZATION FOR TUITION TO PRIV SCHOOLS	20,000
AMERICA'S PROMISE-THE ALLIANCE FOR YOUTH 1110 VERMONT AVENUE NW SUITE 900 WASHINGTON,DC 20005		PC 170(B)(1)(A)(VI)	EARLY CHILDHOOD INVESTMENT	10,000
AMERICAN DIABETES ASSOCIATION INC 1627 W MAIN ST STE 295 BOZEMAN,MT 59715		PC 170(B)(1)(A)(VI)	FUNDING FAMILY LINK	5,000
AMERICAN HEART ASSOCIATION 140 S ARTHUR ST SUITE 610 SPOKANE,WA 99202		PC 170(B)(1)(A)(VI)	2013 HEART WALK	1,149
AMERICAN LEGION POST 124 PO BOX 204 FRENCHTOWN,MT 50834		PC 509(A)(2)	LANDSCAPE MEMORIAL SITE	3,000
AMERICAN LUTHERAN CHURCH (DBA HARLEM FOOD PANTRY) PO BOX 402 HARLEM,MT 59526		PC 509(A)(2)	HOLIDAY GIVING 2013	1,000
ANACONDA COMMUNITY FOUNDATION 118 E SEVENTH ST STE 2A ANACONDA,MT 59711		PC 170(B)(1)(A)(VI)	NEW BOILER PURCHASE	10,000
ANACONDA MINISTERIAL PROJECT CARE 709 EAST THIRD STREET ANACONDA,MT 59711		PC 170(B)(1)(A)(VI)	2013 HOLIDAY GIVING	3,000
ANACONDA PCA FAMILY RESOURCE CENTER (DBA COMMUNITY YOUTH CENTER) 118 E 7TH STE 1B ANACONDA,MT 59711		PC 509(A)(2)	OPERATING EXPENSES	10,000
Total  3a				11,361,120


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ANGEL FUND THE PO BOX 7436 HELENA, MT 59604		PC 170(B)(1) (A)(VI)	SCHOOL CLOTHES/SUPPLIES	2,000
ARLEE SCHOOL DISTRICT #9 72220 FYANT ST ARLEE, MT 59821		PC 170(B)(1) (A)(II)	WINTER CLOTHES-ARLEE SCHOOLS	1,000
BEAVERHEAD COMMUNITY FOOD PANTRY INC 131 E HELENA ST PO BOX 1356 DILLON, MT 59725		PC 170(B)(1) (A)(VI)	FOOD PURCHASE FOR PANTRY	5,000
BELGRADE COMMUNITY LIBRARY FOUNDATION 106 N BROADWAY BELGRADE, MT 59714		PC 170(B)(1) (A)(VI)	BUY SUPPLIES/THEMATIC MATERIAL	1,000
BIG BROTHERS & SISTERS OF MISSOULA INC 1520 S RUSSELL MISSOULA, MT 59801		PC 170(B)(1) (A)(VI)	OPERATING SUPPORT	2,500
BIG BROTHERS & SISTERS OF MISSOULA INC 1520 S RUSSELL MISSOULA, MT 59801		PC 170(B)(1) (A)(VI)	LINDSAY MAYORAS, # 164	1,325
BIG BROTHERS AND SISTERS OF BUTTE SILVER BOW INCORPORATED 107 E GRANITE ST BUTTE, MT 59701		PC 170(B)(1) (A)(VI)	MENTORING PROGRAM	2,500
BIG BROTHERS AND SISTERS OF GALLATIN COUNTY 15 S 8TH AVE BOZEMAN, MT 59715		PC 170(B)(1) (A)(VI)	OPERATING SUPPORT	2,500
BIG BROTHERS BIG SISTERS OF HELENA 30 WEST 6TH AVENUE HELENA, MT 59601		PC 170(B)(1) (A)(VI)	PROGRAM SUPPORT	2,500
BIG BROTHERS BIG SISTERS OF YELLOWSTONE COUNTY INC 2123 2ND AVENUE NORTH BILLINGS, MT 59101		PC 170(B)(1) (A)(VI)	MENTORING PROGRAM	2,500
BIG BROTHERS BIG SISTERS PARK COUNTY 105-1/2 S 2ND ST LIVINGSTON, MT 59047		PC 170(B)(1) (A)(VI)	MENTORING PROGRAM	2,500
BIG HORN COUNTY LIBRARY 419 N CUSTER AVE BASIN, WY 59034		PC 170(B)(1) (A)(VI)	CHILDREN'S SUMMER PROGRAM	500
BIG SKY HIGH SCHOOL 3100 SOUTH AVENUE WEST MISSOULA, MT 59804		PC 170(B)(1) (A)(II)	LOCKER ROOM PROJECT	2,000
BIG SKY YOUTH TRAINING CENTER INC 8 W PARK SUITE A BUTTE, MT 59701		PC 170(B)(1) (A)(II)	FUND SCHOLARSHIPS AWARDED BY ORGANIZATION FOR 40 STUDENTS	10,000
BIG TIMBER ELEMENTARY SCHOOL 501 ANDERSON ST BIG TIMBER, MT 59011		PC 170(B)(1) (A)(II)	WINTER CLOTHES-BIG TIMBER SCH	1,000
Total			3a	11,361,120


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BILLINGS COMMUNITY FOUNDATION PO BOX 1255 BILLINGS,MT 59103		PC 170(B)(1)(A)(VI)	2013 BCF GRANTEE AWARDS DINNER	500
BILLINGS FOOD BANK INC 2112 FOURTH AVE N BILLINGS,MT 59103		PC 170(B)(1)(A)(VI)	FOOD BANK	5,000
BILLINGS FOOD BANK INC 2112 FOURTH AVE N BILLINGS,MT 59103		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	7,500
BITTER ROOT VALLEY HISTORICAL SOCIETY 205 BEDFORD STREET HAMILTON,MT 59840		PC 509(A)(2)	PROGRAMMING/STAFF COSTS	3,500
BITTERROOT ECOLOGICAL AWARENESS RESOURCES INC 103 S 9TH ST SUITE 108 HAMILTON,MT 59840		PC 170(B)(1)(A)(VI)	BITTERROOT VENTURE OUTDOOR	10,000
BITTERROOT THERAPEUTIC RIDING 599 POPHAM LANE CORVALLIS,MT 59828		PC 170(B)(1)(A)(VI)	1ST ANNUAL COMM EVENT	5,000
BITTERROOT VALLEY CALVARY CHAPEL 700 NORTH 4TH ST HAMILTON,MT 59840		PC 170(B)(1)(A)(I)	HOLIDAY GIVING 2013	1,000
BLACKFEET FOOD BANK PO BOX 3003 BROWNING,MT 59417		PC 509(A)(2)	HOLIDAY GIVING 2013	1,000
BOULDER COMMUNITY LIBRARY PO BOX 589 BOULDER,MT 59632		PC 501(C)(3)	CONSTRUCTION COST ASSIST	10,000
BOX ELDER SCHOOLS BOX 205 BOX ELDER,MT 59501		PC 170(B)(1)(A)(II)	BOX ELDER SCHOOLS	10,000
BOY SCOUTS OF AMERICA (DBA MONTANA COUNCIL) 110 E BROADWAY 4TH FLOOR MISSOULA,MT 59802		PC 170(B)(1)(A)(VI)	CAMPOREE CELEBRATION	3,500
BOY SCOUTS OF AMERICA (DBA MONTANA COUNCIL) 110 E BROADWAY 4TH FLOOR MISSOULA,MT 59802		PC 170(B)(1)(A)(VI)	CAMPS/SCOUTING IN MONTANA	10,000
BOYS & GIRLS CLUB OF MISSOULA COUNTY 1515 FAIRVIEW AVE SUITE 243 MISSOULA,MT 59801		PC 170(B)(1)(A)(VI)	WILLY WONKA PERFORMANCE	2,100
BOYS & GIRLS CLUB OF MISSOULA COUNTY 1515 FAIRVIEW AVE SUITE 243 MISSOULA,MT 59801		PC 170(B)(1)(A)(VI)	FUND DEVELOPMENT SPECIALIST	10,000
BOYS & GIRLS CLUB OF YELLOWSTONE COUNTY 505 ORCHARD LANE BILLINGS,MT 591015027		PC 170(B)(1)(A)(VI)	SNACKS AND BREAKFAST	10,000
Total  3a				11,361,120


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS AND GIRLS CLUB OF SOUTHWEST MONTANA 2120 ROBERTS BUTTE,MT 59701		PC 170(B)(1)(A)(VI)	HANDS-ON LEARNING CENTER	10,000
BOZEMAN PUBLIC SCHOOLS FOUNDATION PO BOX 1803 BOZEMAN,MT 597711803		PC 509(A)(2)	'SPARK GRANT' PROGRAM	5,000
BRADLEY ANGLE 4548 N ALBINA AVENUE 101 PORTLAND,OR 97217		PC 170(B)(1)(A)(VI)	DOMESTIC VIOLENCE	5,000
BREAD BASKET INC (DBA RONAN BREAD BASKET) PO BOX 346 RONAN,MT 59864		PC 509(A)(1)	2013 HOLIDAY GIVING	1,500
BUTTE CENTER FOR THE PERFORMING ARTS INC PO BOX 522 BUTTE,MT 59703		PC 170(B)(1)(A)(VI)	PERFORMING ARTS CLASSES	10,000
BUTTE EMERGENCY FOOD BANK 1019 E 2ND STREET BUTTE,MT 59701		PC 170(B)(1)(A)(VI)	FOOD BANK	8,000
BUTTE EMERGENCY FOOD BANK 1019 EAST 2ND STREET BUTTE,MT 59701		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	7,500
BUTTE FAMILY YMCA 2975 WASHOE STREET BUTTE,MT 59701		PC 509(A)(2)	ACTIVE 6 PROGRAM	35,000
BUTTE RESCUE MISSION 1204 E SECOND ST BUTTE,MT 59701		PC 170(B)(1)(A)(VI)	BUY FOOD	5,000
BUTTE RESCUE MISSION 1204 E SECOND ST BUTTE,MT 59701		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	3,500
BUTTE SYMPHONY ASSOCIATION PO BOX 725 BUTTE,MT 59703		PC 509(A)(2)	CHILDREN'S CONCERTS	10,000
BUTTE TRAP AND SKEET CLUB PO BOX 4402 BUTTE,MT 59702		NC 501(C)(7)	BUTTE TRAP CLUB	2,500
CANADIAN COAST GUARD AUXILIARY 6040 EAST SOOKE ROAD VANCOUVER,BRITISH COLUMBIA V9Z 0Z7 CA		NC CANADIAN	CANADIAN AND RESCUE	98,454
CANCER SUPPORT COMMUNITY MONTANA 102 S 11TH AVENUE BOZEMAN,MT 59715		PC 170(B)(1)(A)(VI)	FOA FAMILY CAMP	2,000
CARROLL COLLEGE 1601 NORTH BENTON AVE HELENA,MT 59625		PC 170(B)(1)(A)(II)	FUND SCHOLARSHIPS AWARDED BY COLLEGE	5,000
Total  3a				11,361,120


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CARTER COUNTY FOOD BANK PO BOX 504 EKALAKA,MT 59324		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	1,000
CASCADE COUNTY HISTORICAL SOCIETY (DBA THE HISTORY MUSEUM) 422 2ND STREET S GREAT FALLS,MT 59405		PC 170(B)(1)(A)(VI)	DIGITIZING HISTORIC PICTURES	2,500
CENTRAL MONTANA COMMUNITY CUPBOARD 203 4TH AVENUE N LEWISTOWN,MT 59457		PC 509(A)(2)	HOLIDAY GIVING 2013	3,000
CENTRAL MONTANA YOUTH MENTORING PROGRAM INC (CMYP) BOX 532 LEWISTOWN,MT 59457		PC 509(A)(1)	YOUTH MENTORING PROGRAM 2013	1,500
CHICKS N CHAPS PO BOX 4442 MISSOULA,MT 59803		PC 170(B)(1)(A)(VI)	BREAST CANCER RODEO GRANT	5,000
CHILD AND FAMILY RESOURCE COUNCIL INC (DBA THE PARENTING PLACE) 1644 S 8TH STREET W MISSOULA,MT 59801		PC 509(A)(1) OR (A)	CHILD ABUSE PREVENT PROGRAM	5,000
CHILD BRIDGE INC (CHILD SHARE) PO BOX 310 BIG FORK,MT 599110310		PC 170(B)(1)(A)(VI)	SAFE HOMES FOR MT CHILDREN	10,000
CHILD START INC 1001 WORDEN MISSOULA,MT 59801		PC 170(B)(1)(A)(VI)	BUY CLOTHES/BOOKS FOR HEADSTAR	1,500
CHILDREN'S ONCOLOGY CAMP FOUNDATION (DBA CAMP MAKE-A-DREAM) PO BOX 1450 GOLD CREEK,MT 59806		PC 170(B)(1)(A)(VI)	MT EXPERIENCE FOR CHILDREN	15,000
CHOETAU COUNTY FOOD BANK FT BENTON MT CHOTEAU,MT 59442		PC 509(A)(1)	HOLIDAY GIVING 2013	1,000
CLARK FORK COALITION PO BOX 7593 MISSOULA,MT 59807		PC 509(A)(2)	CLEAN WATER SPONSORSHIP	1,500
CLARK FORK COALITION PO BOX 7593 MISSOULA,MT 59807		PC 509(A)(2)	RIVER STEWARDS OF TOMORROW	5,000
CLUB NUMBER 1014 FOUNDATION PO BOX 66 LIVINGSTON,MT 59047		PC 170(B)(1)(A)(VI)	PHASE1 ADA ACCESSIBLE RESTROOM	10,000
COLSTRIP FOOD PANTRY PO BOX 543 COLSTRIP,CO 59323		PC 509(A)(1)	HOLIDAY GIVING 2013	1,000
COLUMBIA FALLS FOOD PANTRY PO BOX 1081 COLUMBIA FALLS,CO 59912		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	1,500
Total  3a				11,361,120


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COLUMBUS ELEMENTARY SCHOOL 218 EAST FIRST AVE NORTH COLUMBUS,MT 59019		PC 170(B)(1) (A)(II)	WINTER CLOTHES- COLUMBUS ELEM	1,000
COMMUNITY COUNSELING AND CORRECTIONAL SERVICES INC 471 E MERCURY BUTTE,MT 59701		PC 509(A)(2)	SHELTER CARE FOR YOUTHS	2,500
COMMUNITY FOOD BANK OF MINERAL COUNTY PO BOX 46 SUPERIOR,MT 59872		PC 170(B)(1) (A)(VI)	HOLIDAY GIVING 2013	1,500
COMMUNITY HARVEST FOOD BANK PO BOX 314 THOMPSON FALLS,MT 59873		PC 509(A)(1)	HOLIDAY GIVING 2013	1,500
COMMUNITY HOPE INC PO BOX 524 LAUREL,MT 59044		PC 170(B)(1) (A)(VI)	HOLIDAY GIVING 2013	5,000
COMMUNITY LEADERSHIP AND DEVELOPMENT INC PO BOX 3381 ANACONDA,MT 59103		PC 509(A)(2)	2013 CLD AT THE 316 HOUSE	7,500
COMMUNITY SERVICES FELLOWSHIP INC 1419 MONTANA HWY 200 NOXON,MT 59853		PC 509(A)(1) OR (A)	HOLIDAY GIVING 2013	1,000
COVENANT HOUSE VANCOUVER 6040 EAST SOOKE ROAD VANCOUVER,BRITISH COLUMBIA V9Z 0Z7 CA		NC CANADIAN	PROGRAM FUNDING	2,382
CRAZY MOUNTAIN PRODUCTIONS (DBA SHANE LALANI CENTER FOR THE ARTS) PO BOX 58 LIVINGSTON,MT 59047		PC 509(A)(2)	YOUNG ACTORS WORKSHOPS	5,000
CUSTER COUNTY FOOD BANK 210 SOUTH WINCHESTER AVE MILES CITY,MT 59301		PC 170(B)(1) (A)(VI)	HOLIDAY GIVING 2013	2,000
DARBY BREAD BOX PO BOX 207 STEVENSVILLE,MT 59829		PC 170(B)(1) (A)(VI)	HOLIDAY GIVING 2013	1,500
DAVID FOSTER FOUNDATION THE 212 HENRY STREET VICTORIA,BRITISH COLUMBIA V9A 3H9 CA		PC 509(A)(2)	PROVIDE FINANCIAL SUPPORT TO FAMILIES WITH CHILDREN IN NEED OF LIFE-SAVING ORGAN TRANSPLANTS	100,000
DISTRICT IV HRDC (DBA HAVRE FOOD BANK) 2229 5TH AVE HAVRE,MT 59501		PC 509(A)(1)	HOLIDAY GIVING 2013	2,500
DOMESTIC AND SEXUAL VIOLENCE SERVICES OF CARBON COUNTY PO BOX 314 RED LODGE,MT 590680314		PC 170(B)(1) (A)(VI)	POWER UP, SPEAK OUT	10,000
DPHHS EARLY CHILDHOOD SERVICES PO BOX 202925 HELENA,MT 596202925		PC GOVERNMENT	BEST BEGINNINGS COUNCIL	15,500
Total  3a				11,361,120


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DRUMMOND ELEMENTARY SCHOOL 108 EDWARDS GULCH RD DRUMMOND, MT 59832		PC 170(B)(1)(A)(II)	WINTER CLOTHES-DRUMMOND ELEM	1,000
EAGLE MOUNT - BOZEMAN 6901 GOLDENSTEIN LANE BOZEMAN, MT 59715		PC 170(B)(1)(A)(VI)	4 SUMMER CAMPS	5,000
EAGLE MOUNT - BOZEMAN 6901 GOLDENSTEIN LANE BOZEMAN, MT 59715		PC 170(B)(1)(A)(VI)	'RECREATIONAL TRAILS'	10,000
EAGLE MOUNT BILLINGS 2822 3RD AV N SUITE 203 BILLINGS, MT 59101		PC 170(B)(1)(A)(VI)	RECREATIONAL ACTIVITIES	5,000
EARTH SHUTTLE OF BUTTE 111 RED MOUNTAIN VIEW BUTTE, MT 59701		PC 509(A)(2)	2013 MR PRES FUND	3,000
EAST HELENA PUBLIC SCHOOLS PO BOX 1280 HELENA, MT 59635		PC 170(B)(1)(A)(II)	SUMMER PROGRAM	10,000
EDUCATION FOUNDATION FOR BILLINGS PUBLIC SCHOOLS 415 NORTH 30TH ST BILLINGS, MT 59101		PC 509(A)(2)	READING ROCKS PROGRAM	5,000
EISENHOWER MEDICAL CENTER FOUNDATION 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270		PC 170(B)(1)(A)(V)	SEISMIC RETROFIT	1,902,970
ELEVATIONS - A CHILDREN'S THERAPY RESOURCE FOUNDATION 325 S UNIVERSITY ROAD SPOKANE VALLEY, WA 99206		PC 509(A)(2)	BAYSHORE SYSTEMS GOLF EVENT	1,000
ELLISTON PUBLIC SCHOOL 205 WEST MAIN ELLISTON, MT 59728		PC 170(B)(1)(A)(II)	WINTER CLOTHES-ELLISTON SCHOOL	1,000
EMMA'S HOUSE CHILDREN'S ADVOCACY CENTER 800 NORTH 2ND STREET HAMILTON, MT 59840		PC 170(B)(1)(A)(VI)	VLADE JOYNER MEMORIAL DONATION	250
EMMAUS CAMPUS MINISTRIES 538 UNIVERSITY AVE MISSOULA, MT 59801		PC 170(B)(1)(A)(I)	POVERELLO HOMELESS OUTREACH	5,000
EUREKA FOURSQUARE CHURCH PO BOX 1696 EUREKA, MT 59917		PC 170(B)(1)(A)(I)	HOLIDAY GIVING 2013	1,000
EVANGELICAL LUTHERAN CHURCH OF AMERICA (DBA CULBERTSON FOOD PANTRY) PO BOX 189 CULBERTSON, MT 59218		PC 170(B)(1)(A)(I)	HOLIDAY GIVING 2013	1,000
FAMILIES FIRST 815 E FRONT STREET STE 3 MISSOULA, MT 59802		PC 509(A)(2)	PARENT EDUCATION CLASSES	10,000
Total  3a				11,361,120


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a Paid during the year				
FAMILY PROMISE OF GREATER HELENA INC PO BOX 939 HELENA,MT 59624		PC 170(B)(1)(A)(VI)	SUPPORT HOMELESS FAMILIES	5,000
FAMILY PROMISE OF MISSOULA PO BOX 5882 MISSOULA,MT 59806		PC 170(B)(1)(A)(VI)	HIRE PART-TIMECASE MGR	10,000
FAMILY SERVICE INC PO BOX 1020 BILLINGS,MT 59103		PC 509(A)(2)	HOLIDAY GIVING 2013	2,500
FARM IN THE DELL GREAT FALLS PO BOX 1273 GREAT FALLS,MT 59403		PC 509(A)(2)	VOCATIONAL BLDG CONSTRUCTION	10,000
FLATHEAD COUNTY AGENCY ON AGING 160 KELLY ROAD KALISPELL,MT 59901		PC GOVERNMENT	SR MOBILE HOME REPAIR PROGRAM	5,000
FLATHEAD FOOD BANK INC 1203 HIGHWAY 2 WEST STE 2 KALISPELL,MT 59901		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	5,000
FLATHEAD FOOD BANK INC 1203 HIGHWAY 2 WEST STE 2 KALISPELL,MT 59901		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	1,000
FLATHEAD LUTHERAN BIBLE CAMP 603 MAIN STREET LAKESIDE,MT 59901		PC 170(B)(1)(A)(I)	CAMPERSHIP GRANT	10,000
FLATHEAD LUTHERAN BIBLE CAMP 603 MAIN STREET LAKESIDE,MT 59901		PC 170(B)(1)(A)(I)	SUMMER BIBLE CAMP	2,500
FLATHEAD VALLEY COMMUNITY COLLEGE 777 GRANVIEW DR KALISPELL,MT 59901		PC 170(B)(1)(A)(IV)	FUND SCHOLARSHIPS AWARDED BY COLLEGE	5,000
FLORENCE CRITTENTON HOME AND SERVICES 901 NORTH HARRIS HELENA,MT 59601		PC 509(A)(2)	RESIDENTIAL CASE MANAGERS	9,000
FOUNDATION OF MONTANA STATE UNIVERSITY-BILLINGS 1500 UNIVERSITY DRIVE BILLINGS,MT 59101		PC 170(B)(1)(A)(IV)	FUND SCHOLARSHIPS AWARDED BY UNIVERSITY	10,000
FRANKLIN ELEMENTARY SCHOOL PTA 1219 EATON ST MISSOULA,MT 59801		PC 170(B)(1)(A)(II)	OUTDOOR LEARNING GARDEN	1,000
FRANKLIN ELEMENTARY SCHOOL 1219 EATON ST MISSOULA,MT 59801		PC 170(B)(1)(A)(II)	BUILD OUTDOOR GARDEN	5,000
FRENCHTOWN SCHOOL DISTRICT #40 PO BOX 117 FRENCHTOWN,MT 59834		PC 170(B)(1)(A)(II)	'TRACK MATTERS' PROJECT	5,000
Total  3a				11,361,120


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Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDS OF MISSOULA PARKS INC (DBA THE PLAYGROUND PROJECT) 402 EDDY AVE MISSOULA,MT 59801		PC 170(B)(1)(A)(VI)	MCCORMICK PARK PLAY SPACE	35,000
FRIENDS OF THE BUTTE ARCHIVES 17 WEST QUARTZ STREET BUTTE,MT 59701		PC 170(B)(1)(A)(IV)	PHOTO COLLECTION OF BUTTE	50,000
FRIENDS OF THE COMMUNITY INC 1313 W GEYSER ST LIVINGSTON,MT 59047		PC 509(A)(2)	TRANSITIONAL ASSISTANCE	5,000
FRIENDSHIP HOUSE OF CHRISTIAN SERVICE 3123 8TH AVENUE SOUTH BILLINGS,MT 59101		PC 170(B)(1)(A)(I)	AFTERSCHOOL ENRICHMENT PROGRAM	10,000
GARDEN CITY HARVEST BOX 205 MISSOULA,MT 59806		PC 170(B)(1)(A)(VI)	EMPLOYING AT RISK TEENS	10,000
GARDEN CITY TENNIS ASSOCIATION PO BOX 5081 MISSOULA,MT 59806		PC 509(A)(2)	JR WESTERN MT TOURNAMENT	2,000
GATEWAY TO GLACIER TRAIL PO BOX 450 WEST GLACIER,MT 59936		PC 170(B)(1)(A)(VI)	BIKE/PEDESTRIAN TRAIL	10,000
GENERAL COUNCIL OF THE ASSEMBLIES OF GOD (DBA PLAINS COMMUNITY FOOD BANK) 11962 E CHRISTIAN CHURCH ROAD PLAINS,MT 59859		NC 501(C)(10)	HOLIDAY GIVING 2013	1,500
GRANITE COUNTY FOOD BANK 610 E FLORENCE ST MAXVILLE,MT 59801		PC 509(A)(2)	HOLIDAY GIVING 2013	1,500
GRANITE COUNTY MEDICAL FOUNDATION PO BOX 401 PHILIPSBURG,MT 59858		PC 509(A)(1)	WELL CHILD PROGRAM GRANT	10,000
GREAT FALLS CHILDREN'S RECEIVING HOME PO BOX 1061 GREAT FALLS,MT 59403		PC 170(B)(1)(A)(VI)	BUY NEW VAN	7,500
GREAT FALLS COMMUNITY FOOD BANK 1620 12TH AVENUE NORTH GREAT FALLS,MT 59401		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	3,000
GREAT FALLS PUBLIC SCHOOLS FOUNDATION PO BOX 2429 GREAT FALLS,MT 59403		PC 170(B)(1)(A)(VI)	'DISCOVER' GRANT	5,000
GREAT FALLS RESCUE MISSION PO BOX 129 GREAT FALLS,MT 59403		PC 170(B)(1)(A)(VI)	SUMMER DAY CAMP GRANT	10,000
GREAT FALLS RESCUE MISSION PO BOX 129 GREAT FALLS,MT 59403		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	2,500
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GREATER GALLATIN UNITED WAY 1516 WEST BABCOCK 2 BOZEMAN,MT 59715		PC 170(B)(1) (A)(VI)	HEALTH SERVICE PROGRAMS	3,000
GREATER MISSOULA FAMILY YOUNG MENS CHRISTIAN ASSOCIATION 3000 S RUSSELL ST MISSOULA,MT 59801		PC 509(A)(2)	PARTNERS FOR YOUTH PROJECT '13	10,000
GREATER VANCOUVER FOOD BANK SO 6040 EAST SOOKE ROAD VANCOUVER,BRITISH COLUMBIA V9Z 0Z7 CA		NC CANADIAN	FOOD BANK SUPPLIES	2,500
HABITAT FOR HUMANITY OF FLATHEAD VALLEY 307 FIRST AVENUE EAST FLATHEAD,MT 59901		PC 509(A)(1) OR (A)	2013 BUILDING GRANT	10,000
HABITAT FOR HUMANITY OF FLATHEAD VALLEY 307 FIRST AVENUE EAST FLATHEAD,MT 59901		PC 509(A)(1) OR (A)	HABITAT HOMES HEAT SYSTEMS	20,000
HABITAT FOR HUMANITY OF MISSOULA COUNTY 725 WALDER ST 19 MISSOULA,MT 598024099		PC 509(A)(1) OR (A)	RECURRING MATERIALS GRANT	10,000
HABITAT FOR HUMANITY RAVALLI COUNTY PO BOX 2221 HAMILTON,MT 59840		PC 509(A)(1) OR (A)	MATERIALS & SERVICES	5,000
HAVEN HOUSE INC PO BOX 1343 HAMILTON,MT 59840		PC 509(A)(2)	HOLIDAY GIVING 2013	2,500
HEALTHY MOTHERS HEALTHY BABIES THE MONTANA COALITION INC 400 N PARK AVE HELENA,MT 59601		PC 509(A)(2)	PERIOD OF PURPLE CRYING INFANT CAREGIVING EDUCATION PROGRAM	10,000
HELENA AREA HABITAT FOR HUMANITY PO BOX 459 HELENA,MT 59624		PC 509(A)(1) OR (A)	BUILDING SUPPLIES	10,000
HELENA FOOD SHARE 1616 LEWIS ST HELENA,MT 59601		PC 509(A)(1)	FOOD DISTRIBUTION	3,000
HELENA FOOD SHARE PO BOX 943 HELENA,MT 59624		PC 509(A)(1)	HOLIDAY GIVING 2013	7,500
HELENA PRESENTS (DBA NAYLOR CRAIG) 15 NORTH EWING ST HELENA,MT 59601		PC 170(B)(1) (A)(VI)	BIG SKY ALIVE MUSIC FESTIVAL	2,500
HELENA SCHOOL DISTRICT #1 55 SOUTH RODNEY HELENA,MT 59601		PC 170(B)(1) (A)(II)	WINTER CLOTHES-HELENA SCHOOLS	2,500
HELP COMMITTEE AND BOYS & GIRLS CLUB OF THE HI-LINE PO BOX 68 HAVRE,MT 59501		PC 170(B)(1) (A)(VI)	GIVE 10' CAMPAIGN	10,000
Total  3a				11,361,120


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HELP COMMITTEE AND BOYS & GIRLS CLUB OF THE HI-LINE PO BOX 68 HAVRE,MT 59501		PC 170(B) (1)(A)(VI)	EXPAND BUILDING TO SERVE MORE KIDS AND SUPPORT EDUCATIONAL PROGRAMS	15,000
HELPING HANDS IN HARDIN INC PO BOX 125 HARDIN,MT 59034		PC 509(A) (2)	HOLIDAY GIVING 2013	1,000
HI-LINE'S HELP FOR ABUSED SPOUSES INC 300 NORTH VIRGINIA 307 CONRAD,MT 59425		PC 170(B) (1)(A)(VI)	VICTIM ASSAULT SERVICES	10,000
HOCKADAY MUSEUM OF ART 302 SECOND AVENUE EAST KALISPELL,MT 59901		PC 170(B) (1)(A)(VI)	BUY ART SUPPLIES	5,000
HOMEWORD 1535 LIBERTY LANE STE 116A MISSOULA,MT 59808		PC 170(B) (1)(A)(VI)	'HOMEOWNERSHIP PROGRAMS'	10,000
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA ALEXANDRIA,VA 22314		PC 170(B) (1)(A)(VI)	GENERAL SUPPORT	225,000
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA ALEXANDRIA,VA 22314		PC 170(B) (1)(A)(VI)	FUND MT STATE SCHOLARSHIPS AWARDED BY ASSOCIATION	38,528
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA MISSOULA,MT 22314		PC 170(B) (1)(A)(VI)	HORATIO ALGERS COMMITTED GRANT	5,000,000
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA MISSOULA,MT 22314		PC 170(B) (1)(A)(VI)	TO PAY SCHOLARSHIPS AWARDED BY THE UNIVERSITY	20,000
HOT SPRINGS ARTISTS SOCIETY PO BOX 42 BIG ARM,MT 59910		PC 509(A) (2)	ART CAMP GRANT	5,000
HOT SPRINGS FOOD PANTRY PO BOX 2585 HOT SPRINGS,MT 59845		PC 170(B) (1)(A)(VI)	HOLIDAY GIVING 2013	1,500
HUMAN RES DVLPMT COUNCIL OF DIST IX INC (DBA HEADWATERS AREA FOOD BANK) 32 SOUTH TRACEY BOZEMAN,MT 59715		PC 170(B) (1)(A)(VI)	HOLIDAY GIVING 2013	1,500
HUMAN RES DVLPMT COUNCIL OF DIST IX INC (DBA GALLATIN VALLEY FOOD BANK OR 32 SOUTH TRACEY BOZEMAN,MT 59715		PC 170(B) (1)(A)(VI)	HOLIDAY GIVING 2013	5,000
HUMAN RES DVLPMT COUNCIL OF DIST IX INC (DBA THE WARMING CENTER) 32 SOUTH TRACEY BOZEMAN,MT 59715		PC 170(B) (1)(A)(VI)	HOLIDAY GIVING 2013	2,500
HUMAN RESOURCES COUNCIL DISTRICT XII (DBA BUTTE HEAD START) 1000 SO ARIZONA BUTTE,MT 59701		PC 509(A) (2)	39 CHILD RESTRAINT SEATS	6,286
Total  3a				11,361,120


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HUMAN RESOURCES COUNCIL DISTRICT XII PO BOX 3486 BUTTE,MT 59701		PC 509(A) (2)	MINING CITY XMAS BENEFIT 2013	15,000
HUMAN RESOURCES COUNCIL DISTRICT XII PO BOX 3486 BUTTE,MT 59701		PC 509(A) (2)	CHRISTMAS BASKETS	2,750
HUMANE SOCIETY OF NORTHWEST MONTANA PO BOX 221 KALISPELL,MT 59903		PC 509(A) (2)	ANIMAL WELFARE PRESENTATIONS	2,500
HUMANE SOCIETY OF NORTHWEST MONTANA PO BOX 221 KALISPELL,MT 59903		PC 509(A) (2)	HUMANE OUTREACH PROG GRANT	1,500
HUMANITIES MONTANA 311 BRANTLY MISSOULA,MT 59812		PC 170(B)(1) (A)(VI)	14TH ANNUAL MT FESTIVAL BOOK	5,000
IMMACULATE CONCEPTION CHURCH (DBA COTTONWOOD COMMONS) PO BOX 847 DEER LODGE,MT 59722		PC 170(B)(1) (A)(I)	TRANSITION HOME-DOMES VIOLENCE	10,000
INTERMOUNTAIN DEACONESS HOME FOR CHILDREN PO BOX 1170 HELENA,MT 59624		PC 170(B)(1) (A)(VI)	CHILD WISE INSTITUTE	50,000
INTERMOUNTAIN OPERA ASSOCIATION PO BOX 37 BOZEMAN,MT 59771		PC 509(A) (1) OR (A)	ROMEO & JULIET STAGING	5,000
INTERNATIONAL CHORAL FESTIVAL PO BOX 8203 MISSOULA,MT 59807		PC 509(A) (2)	YOUTH CONCERT 2013	5,000
IRWIN AND FLORENCE ROSTEN FOUNDATION INC PO BOX 750 DARBY,MT 59829		PC 509(A) (2)	MAPS PROGRAM	10,000
JADYN FRED FOUNDATION PO BOX 235 MISSOULA,MT 59806		PC 509(A) (1) OR (A)	SUPPORT-FAMILIES OF SICK KIDS	10,000
JDRF INTERNATIONAL 1215 4TH AVENUE SUITE 1100 SEATTLE,WA 98161		PC 170(B)(1) (A)(VI)	'DREAM GALA'	8,500
JOLIET FOOD PANTRY PO BOX 230 JOLIET,MT 59041		PC 170(B)(1) (A)(VI)	HOLIDAY GIVING 2013	1,000
KENNEDY CENTER THE PO BOX 101510 ARLINGTON,VA 22210		PC 170(B)(1) (A)(VI)	2013 NCPA MEMBERSHIP	25,000
KIWANIS FOUNDATION OF MT PO BOX 3573 BUTTE,MT 59702		PC 170(B)(1) (A)(VI)	LOCAL YOUTH PROGRAMS	1,000
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LAUREL SCHOOL DISTRICT 410 COLORADO AVE LAUREL,MT 59044		PC 170(B)(1)(A)(II)	WINTER CLOTHES-LAUREL SCHOOL	3,000
LEADERSHIP MONTANA PO BOX 1373 BILLINGS,MT 591031373		PC 509(A)(2)	CORE OF LEADERS COMMITTEE	10,000
LEWIS & CLARK LIBRARY PUBLIC FOUNDATION 120 S LAST CHANCE GULCH HELENA,MT 59601		SO III FI	'DEAR AUTHOR' CHILDREN'S LIBR	500
LIBBY FOOD PANTRY PO BOX 311 LIBBY,MT 59923		PC 509(A)(2)	HOLIDAY GIVING 2013	3,000
LITTLE LEAGUE BASEBALL INC 555 EDISON STREET BUTTE,MT 59701		PC 509(A)(2)	2013 MR PRES FUND	4,050
LIVING WATER OF THE EVANGELICAL CHURCH OF NORTH AMERICA 4220 STATE AVENUE 4 BILLINGS,MT 59101		PC 170(B)(1)(A)(I)	BILLINGS BIKE CLINIC	3,500
LIVINGSTON ELEMENTARY SCHOOL 132 SOUTH B STREET LIVINGSTON,MT 59047		PC 170(B)(1)(A)(II)	WINTER CLOTHES-LIVINGSTON SCH	2,500
LIVINGSTON FOOD PANTRY OF PARK COUNTY PO BOX 1646 LIVINGSTON,MT 59047		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	3,500
LUTHERAN CHURCH OF HOPE 1305 WEST 10TH AVENUE BROOMFIELD,CO 80020		PC 170(B)(1)(A)(I)	BOY SCOUT TROOP 767	2,500
MAINSTREET UPTOWN BUTTE PO BOX 696 BUTTE,MT 59701		PC 509(A)(2)	FOLK FESTIVAL	50,000
MAINSTREET UPTOWN BUTTE PO BOX 696 BUTTE,MT 59701		PC 509(A)(2)	2013 CHALLENGE GRANT	50,000
MAKE A WISH FOUNDATION 175 N 27TH SUITE 1214 BILLINGS,MT 59101		PC 170(B)(1)(A)(VI)	ONE WISH GRANT	3,900
MAKE A WISH FOUNDATION 2000 SW 1ST AVENUE SUITE 410 PORTLAND,OR 97201		PC 170(B)(1)(A)(VI)	GRANT-A-WISH FOR KIDS	1,000
MALTA FOOD BANK PO BOX 1267 MALTA,MT 59538		PC 509(A)(2)	HOLIDAY GIVING 2013	1,000
MARIAH DAYE MCCARTHY SCHOLARSHIP FOUNDATION PO BOX 66 BUTTE,MT 59703		PC 509(A)(2)	FUND 50 SCHOLARSHIPS FOR BUTTE SRS AWARDED BY FOUNDATION	10,000
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MATHCOUNTS FOUNDATION PO BOX 20996 BILLINGS,MT 59104		PC 509(A)(1) OR (A)	MATH RESOURCE MATERIALS	2,500
MCLAUGHLIN RESEARCH INSTITUTE 1520 23RD STREET SOUTH GREAT FALLS,MT 59405		PC 170(B)(1)(A)(VI)	CENTER FOR MEMORY RESEARCH	5,000
MCT INC 200 NORTH ADAMS STREET MISSOULA,MT 59802		PC 170(B)(1)(A)(VI)	PRODUCTION COSTS	50,000
MEAGHER COUNTY NUTRITION COALITION (DBA MEAGHER COUNTY FOOD BANK) PO BOX 34 WHITE SULPHUR SPRINGS,MT 59645		PC 509(A)(1)	HOLIDAY GIVING 2013	1,000
MID-YELLOWSTONE VALLEY HABITAT FOR HUMANITY 201 N 1TH STREET BILLINGS,MT 59101		PC 509(A)(1) OR (A)	HOME BUILDING MATERIALS	5,000
MILK RIVER INC 219 2ND AVE SOUTH GLASGOW,MT 59230		PC 170(B)(1)(A)(VI)	TEACH BASIC COOKING CLASSES	3,800
MISERICORDIA HOME 6300 N RIDGE AVENUE CHICAGO,IL 60660		PC 509(A)(2)	PROGRAM SUPPORT	25,000
MISSION VALLEY FOOD PANTRY PO BOX 644 ST IGNATIUS,MT 59865		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	1,000
MISSION VALLEY SENIOR CITIZENS 528 MAIN STREET RONAN,MT 59864		PC 170(B)(1)(A)(VI)	FOOD & UTILITIES AT SR CENTER	5,000
MISSOULA 3 16 (DBA UNION GOSPEL MISSION OF MISSOULA) PO BOX 16833 MISSOULA,MT 59808		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	3,000
MISSOULA AREA AGENCY ON AGING 337 STEPHENS AVENUE MISSOULA,MT 59801		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	1,500
MISSOULA CIVIC SYMPHONY ASSOCIATION 320 EAST MAIN MISSOULA,MT 59802		PC 509(A)(2)	FUND YOUTH CONCERT SCHOLARSHIP AWARDED BY ASSOCIATION	5,000
MISSOULA COMMUNITY FOUNDATION 1121 E BROADWAY MISSOULA,MT 59802		PC 170(B)(1)(A)(VI)	MSLA NONPROFIT EXCELLENCE PROG	10,000
MISSOULA COMMUNITY FOUNDATION 1121 E BROADWAY MISSOULA,MT 59802		PC 170(B)(1)(A)(VI)	ART MONTANA	10,000
MISSOULA COMMUNITY FOUNDATION 1121 E BROADWAY MISSOULA,MT 59802		PC 170(B)(1)(A)(VI)	DRESS FOR SUCCESS	10,000
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MISSOULA COUNTY PUBLIC SCHOOLS 215 SOUTH SIXTH STREET WEST MISSOULA, MT 59801		PC 170(B)(1)(A)(II)	Q1 SHAPE P-20 GRANT	168,460
MISSOULA COUNTY PUBLIC SCHOOLS 215 SOUTH SIXTH STREET WEST MISSOULA, MT 59801		PC 170(B)(1)(A)(II)	SHAPE P-20	129,064
MISSOULA COUNTY PUBLIC SCHOOLS 215 SOUTH SIXTH STREET WEST MISSOULA, MT 59801		PC 170(B)(1)(A)(II)	SHAPE P-20	134,490
MISSOULA CULTURAL COUNCIL PO BOX 7662 MISSOULA, MT 59807		PC 509(A)(2)	'FIRST NIGHT'	10,000
MISSOULA EXCHANGE CLUB (DBA MONTANA STATE SCIENCE FAIR) PO BOX 8926 MISSOULA, MT 59807		PC 170(B)(1)(A)(VI)	2013 REGIONAL SCIENCE FAIR	5,000
MISSOULA FOOD BANK 219 SOUTH 3RD STREET WEST MISSOULA, MT 59801		PC 170(B)(1)(A)(VI)	FOOD AND OTHER ITEMS	10,000
MISSOULA FOOD BANK 219 SOUTH 3RD STREET WEST MISSOULA, MT 59801		PC 170(B)(1)(A)(VI)	HOLIDAY GIVING 2013	7,500
MISSOULA INST FOR SUSTAINABLE TRANSPORTATION 91 CAMPUS DRIVE MISSOULA, MT 59801		PC 509(A)(1)	TWEED RIDE	500
MISSOULA LAW ENFORCEMENT YOUTH CAMP 2340 MULLAN ROAD MISSOULA, MT 59808		PC GOVERNMENT	MSLA LAW ENFORCE YOUTH CAMP	10,000
MISSOULA WRITING COLLABORATIVE PO BOX 9237 MISSOULA, MT 59807		PC 170(B)(1)(A)(VI)	SUMMER WRITING PROGRAM	2,500
MONTANA AMATEUR SPORTS INC BOX 7136 BILLINGS, MT 59103		PC 509(A)(2)	HEART & SOLE RACE	10,000
MONTANA BALLET COMPANY 521 EAST PEACH STREET BOZEMAN, MT 59715		PC 509(A)(2)	NUTCRACKER GRANT	5,000
MONTANA COMMUNITY FOUNDATION INC (DBA BIG SKY HONOR FLIGHT) PO BOX 80201 BILLINGS, MT 59108		PC 509(A)(1)	HONOR FLIGHT GRANT-MODERN	3,000
MONTANA COMMUNITY FOUNDATION INC (DBA BIG SKY HONOR FLIGHT) PO BOX 80201 BILLINGS, MT 59108		PC 509(A)(1)	HONOR FLIGHT GRANT-WASH CORP	3,000
MONTANA CONSERVATION CORP 206 N GRAND AVENUE BOZEMAN, MT 59715		PC 170(B)(1)(A)(VI)	MT YES EXPEDITIONS FOR YOUTH	10,000
Total  3a				11,361,120

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MONTANA COUNCIL ON ECONOMIC EDUCATION 409 LINFIELD HALL BOZEMAN,MT 59717		PC 509(A)(2)	WORKSHOPS AND CLASSES	2,500
MONTANA DEPARTMENT OF PUBLIC HEALTH AND HUMAN SERVICES PO BOX 202925 HELENA,MT 59620		PC GOVERNMENT	ANNUAL FOSTER FAMILY PICNIC	500
MONTANA DEPARTMENT OF PUBLIC HEALTH AND HUMAN SERVICES PO BOX 202925 MISSOULA,MT 59620		PC GOVERNMENT	BUY XMAS GIFTS FOR FOSTER KIDS	1,000
MONTANA ECONOMIC REVITALIZATION AND DEVELOPMENT INSTITUTE INC 65 E BROADWAY STREET BUTTE,MT 59701		PC 170(B)(1)(A)(VI)	SCHOOL INTERNET ACCESS	250,000
MONTANA FOOD BANK NETWORK (DBA DAWSON COUNTY FOOD BANK) 45 ROAD 240 GLENDIVE,MT 59330		PC 509(A)(1)	HOLIDAY GIVING 2013	1,000
MONTANA FOOD BANK NETWORK INC (DBA GARDINER FOOD PANTRY) PO BOX 459 GARDINER,MT 59030		PC 509(A)(1)	HOLIDAY GIVING 2013	1,000
MONTANA FOOD BANK NETWORK INC (DBA WEST YELLOWSTONE FOOD BANK) 2112 FOURTH AVE N BILLINGS,MT 59103		PC 509(A)(1)	HOLIDAY GIVING 2013	1,000
MONTANA FOOD BANK NETWORK INC 5625 EXPRESSWAY MISSOULA,MT 59808		PC 509(A)(1)	'END CHILDHOOD HUNGER' SUMMIT	5,000
MONTANA FOOD BANK NETWORK INC 5625 EXPRESSWAY MISSOULA,MT 59808		PC 509(A)(1)	30TH ANNIV GALA	10,000
MONTANA FOOD BANK NETWORK INC 5625 EXPRESSWAY MISSOULA,MT 59808		PC 509(A)(1)	HOLIDAY GIVING 2013	15,000
MONTANA HISTORY FOUNDATION (DBA MONTANA HISTORICAL SOCIETY) PO BOX 6788 HELENA,MT 59604		PC 170(B)(1)(A)(VI)	MT RESEARCH PRESENTATION	5,000
MONTANA HISTORY FOUNDATION PO BOX 6788 HELENA,MT 59604		PC 170(B)(1)(A)(VI)	MT HISTORY DINNER	2,000
MONTANA HOPE PROJECT INC PO BOX 5927 HELENA,MT 59604		PC 170(B)(1)(A)(VI)	MONTANA WISH CHILD	5,000
MONTANA MUSCULAR DYSTROPHY ASSOCIATION 2132 BROADWATER AVE SUITE A BILLINGS,MT 59102		PC 170(B)(1)(A)(VI)	MDA SUMMER CAMP	5,000
MONTANA NONPROFIT ASSOCIATION PO BOX 1744 HELENA,MT 59621		PC 509(A)(2)	MNA'S WORKSHOP'S	10,000
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Name and address (home or business)				
a Paid during the year				
MONTANA NONPROFIT ASSOCIATION PO BOX 1744 HELENA, MT 59621		PC 509(A) (2)	2013 ANNUAL EVENT GRANT	2,500
MONTANA PRIMARY CARE ASSOCIATION 1805 EUCLID AVE HELENA, MT 59620		NC 501(C) (6)	FUND DENTAL HEALTH EDUC PROG	80,000
MONTANA PROFESSIONAL TEACHING 1232 EAST SIXTH AVENUE HELENA, MT 59601		PC 170(B) (1)(A)(VI)	'TEACHER OF THE YEAR' PROGRAM	10,000
MONTANA RESCUE MISSION PO BOX 3232 BILLINGS, MT 59103		PC 509(A) (1) OR (A)	REACH OUT PROGRAM	5,000
MONTANA RESCUE MISSION PO BOX 3232 BILLINGS, MT 59103		PC 509(A) (1) OR (A)	HOLIDAY GIVING 2013	3,000
MONTANA SHRINE EAST-WEST FOOTBALL GAME INC 1108 CENTRAL AVE GREAT FALLS, MT 59401		PC 509(A) (2)	2013 SILVER SPONSORSHIP	1,250
MONTANA STATE UNIVERSITY - NORTHERN PO BOX 7751 HAVRE, MT 59501		PC 170(B) (1)(A)(IV)	FUND SCHOLARSHIPS AWARDED BY UNIVERSITY	10,000
MONTANA STATE UNIVERSITY FOUNDATION PO BOX 172750 BOZEMAN, MT 59717		PC 170(B) (1)(A)(IV)	FUND SCHOLARSHIPS AWARDED BY FOUNDATION	10,000
MONTANA STATE UNIVERSITY FOUNDATION PO BOX 172750 BOZEMAN, MT 59717		PC 170(B) (1)(A)(IV)	FUND FELLOWSHIP SCHOLARSHIP AWARDED BY FOUNDATION	10,000
MONTANA STATE UNIVERSITY FOUNDATION PO BOX 172750 BOZEMAN, MT 59717		PC 170(B) (1)(A)(IV)	STUDENT OF SUCCESS	1,200
MONTANA STATE UNIVERSITY FOUNDATION PO BOX 172750 BOZEMAN, MT 59717		PC 170(B) (1)(A)(IV)	2013 LEADERSHIP SUMMIT	10,000
MONTANA TECH FOUNDATION 1300 WEST PARK ST BUTTE, MT 59701		PC 170(B) (1)(A)(IV)	FUND SCHOLARSHIPS AWARDED BY FOUNDATION	10,000
MONTANA TECH FOUNDATION 1300 WEST PARK ST BUTTE, MT 59701		PC 170(B) (1)(A)(IV)	FUND K SHANNON SCHOLARSHIP AWARDED BY FOUNDATION	1,450
MONTANA TECH FOUNDATION 1300 WEST PARK ST BUTTE, MT 59701		PC 170(B) (1)(A)(IV)	KIDS SUMMER FLY FISHING CAMP	5,000
MOUNTAIN HOME MONTANA INC 2606 SOUTH AVENUE MISSOULA, MT 59804		PC 170(B) (1)(A)(VI)	FESTIVAL OF TREES	5,000
Total 3a				11,361,120

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MUSEUM OF THE ROCKIES 600 WEST KAGY BLVD BOZEMAN,MT 59717		PC 509(A)(2)	MUSEUM MEMBERSHIPS	4,000
MUSSELSHELL COUNTY FOOD BANK PO BOX 233 ROUNDUP,MT 59072		PC 509(A)(1)	HOLIDAY GIVING 2013	1,500
NATIONAL FOUNDATION OF DENTISTRY FOR THE HANDICAPPED PO BOX 1154 HELENA,MT 59624		PC 509(A)(2)	LAB FABS FOR DDS PATIENTS	10,000
NICK WILSON CHARITABLE GROUP PO BOX 80852 PORTLAND,OR 97280		PC 170(B)(1)(A)(VI)	ASSIST FAMILIES	1,000
NORTH VALLEY FOOD BANK 311 EAST 1ST STREET WHITEFISH,MT 59937		PC SO I	HOLIDAY GIVING 2013	3,000
NORTH-MISSOULA COMMUNITY DEVELOPMENT CORPORATION PO BOX 1744 MISSOULA,MT 59802		PC 170(B)(1)(A)(VI)	DROP-IN CENTER FOR KIDS	5,000
NORTHWEST MONTANA VETERAN'S FOOD PANTRY 1349 HWY 2 EAST KALISPELL,MT 599012912		PC 509(A)(2)	HOLIDAY GIVING 2013	1,500
NURTURING CENTER 146 THIRD AVENUE WEST KALISPELL,MT 59901		PC 170(B)(1)(A)(VI)	PRIMARY PROGRAM SUPPORT	20,000
OFFICE OF PUBLIC INSTRUCTION PO BOX 202501 HELENA,MT 596202501		PC GOVERNMENT	GRADUATION MATTERS GRANT	150,000
ONE MONTANA 2066 STADIUM DRIVE BOZEMAN,MT 59715		PC 170(B)(1)(A)(VI)	RURAL-URBAN STUDENT/ENTREP	10,000
OPERATION WARM INC 1653 BRINTONS BRIDGE ROAD CHADDS FORD,PA 19317		PC 170(B)(1)(A)(VI)	FIRE FIGHTERS COATS FOR KIDS	10,000
OREGON FOOD BANK INC PO BOX 55370 PORTLAND,OR 97238		PC 170(B)(1)(A)(VI)	FOOD BANK DONATION	1,000
OREGON STATE K OF C CHARITIES INC 2250 16TH STREET NORTH BEND,OR 97459		PC 509(A)(2)	2013 XMAS FOOD BASKET PROGRAM	1,500
OREGON TRAIL PRIMARY ACADEMY 36225 PROCTOR ROAD BORING,OR 97055		PC 509(A)(2)	CHARTER SCHOOL DONATION	1,000
PARENTING NOW 86 CENTENNIAL LOOP EUGENE,OR 97401		PC 170(B)(1)(A)(VI)	YOUNG PARENTS PROGRAM	7,500
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a <i>Paid during the year</i>				
PEDAL THE CAUSE 512 VIA DE LA VALLE SUITE 309 SOLANA BEACH,CA 92075		PC 170(B)(1)(A)(VI)	PEDAL THE CAUSE	2,500
PHILANTHROPY NORTHWEST 2101 FOURTH AVENUE NO 650 SEATTLE,WA 98121		PC 170(B)(1)(A)(VI)	THE GIVING PRACTICE	25,000
PHOENIX PATRIOT FOUNDATION PO BOX 7082 SAN DIEGO,CA 92167		PC 509(A)(1)	BO REICHENBACH FUND	5,000
PLAINS SCHOOL DISTRICT PO BOX 549 PLAINS,MT 59859		PC 170(B)(1)(A)(II)	WINTER CLOTHES-PLAINS SCHOOLS	1,000
PLENTYWOOD EDUCATION & ALUMNI FOUNDATION 100 EAST LAUREL AVENUE PLENTYWOOD,MT 59254		PC 170(B)(1)(A)(VI)	BUY PORTABLE COMPUTER LAB	10,000
POLSON LOAVES AND FISH PANTRY 904 1ST STREET EAST POLSON,MT 59860		PC 170(B)(1)(A)(VI)	2013 HOLIDAY GIVING	3,000
POLSON SCHOOL DISTRICT #23 111 4TH AVENUE EAST POLSON,MT 59860		PC 170(B)(1)(A)(II)	AFTERSCHOOL/SUMMER PROGRAMS	10,000
PONDERA FOOD BANK 220 SOUTH FRONT CONRAD,MT 59425		PC 509(A)(1)	2013 HOLIDAY GIVING	1,500
POVERELLO CENTER INC 535 RYMAN STREET MISSOULA,MT 59802		PC 170(B)(1)(A)(VI)	EMERGENCY FACILITY GRANT	50,000
POVERELLO CENTER INC 535 RYMAN STREET MISSOULA,MT 59802		PC 509(A)(2)	2013 HOLIDAY GIVING	10,000
POVERELLO CENTER INC 535 RYMAN STREET MISSOULA,MT 59802		PC 170(B)(1)(A)(VI)	EMERGENCY GRANT	20,000
PROJECT HOPE OF COLUMBUS PO BOX 1443 COLUMBUS,MT 59019		PC 509(A)(2)	REPLACE WINDOWS IN APTS	5,000
PROJECT HOPE OF COLUMBUS PO BOX 1443 COLUMBUS,MT 59019		PC 509(A)(2)	2013 HOLIDAY GIVING	1,000
RAVALLI COUNTY PREVENTION COALITION 610 NORTH 1ST ST SUITE 4 HAMILTON,MT 59840		PC GOVERNMENT	COMPREHENSIVE EDUCATION GRANT	4,430
RED LODGE AREA COMMUNITY FOUNDATION PO BOX 1871 RED LODGE,MT 59068		PC 509(A)(2)	YOUTH LEADERSHIP, SUPPLIES	3,000
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a Paid during the year				
RED WILLOW LEARNING CENTER INC 825 WEST KENT ST MISSOULA, MT 59801		PC 170(B)(1) (A)(VI)	TRAUMA SUPPORT	10,000
REMNANT CHURCH (DBA THE YAAK FOOD CUPBOARD) 34 RIVERVIEW DRIVE BOZEMAN, MT 59935		PC 170(B)(1) (A)(VI)	HOLIDAY GIVING 2013	1,000
ROCKY MOUNTAIN BALLET THEATRE 2704 BROOKS MISSOULA, MT 59801		PC 509(A) (2)	'GOING VIRAL' PERFORMANCE	10,000
ROCKY MOUNTAIN BALLET THEATRE 2704 BROOKS MISSOULA, MT 59801		PC 509(A) (2)	'GOING VIRAL' DANCE TAPING	4,800
ROCKY MOUNTAIN COLLEGE 1511 POLY DRIVE BILLINGS, MT 59102		PC 170(B)(1) (A)(II)	FUND SCHOLARSHIP GRANT AWARDED BY FOUNDATION	5,000
ROCKY MOUNTAIN DEVELOPMENT COUNCIL PO BOX 1717 HELENA, MT 596241717		PC 170(B)(1) (A)(VI)	LAND PURCHASE GRANT	50,000
RURAL DYNAMICS INC PO BOX 2326 GREAT FALLS, MT 59403		PC 170(B)(1) (A)(VI)	FITNESS FOR LIFE GRANT	5,865
RUSSELL ELEMENTARY SCHOOL 3216 RUSSELL STREET MISSOULA, MT 59801		PC 170(B)(1) (A)(II)	CLOTHING-RUSSELL ELEM SCHOOL	1,500
RYAN UNITED INC 800 EAST 6TH AVENUE HELENA, MT 59601		PC 509(A) (2)	SAFE COMMUNITY PROGRAM	1,500
SAFE SPACE DOMESTIC VIOLENCE AND SEXUAL ASSAULT PROGRAM PO BOX 594 BUTTE, MT 59703		PC 509(A) (2)	REPAIR HOMES-DOM ABUSE VICTIMS	25,000
SAGE GARDENERS 1112 S WILSON AVENUE BOZEMAN, MT 59715		PC 509(A) (1)	GARDENING PROGRAM	6,000
SAIL AND LIFE TRAINING SOCIETY 6040 EAST SOOKE ROAD VICTORIA, BRITISH COLUMBIA V9Z 0Z7 CA		PC 509(A) (2)	SALTS PROGRAM	98,435
SALVATION ARMY THE 121 E BROADWAY BUTTE, MT 59701		PC 509(A) (2)	RECURRING SCHOOL CLOTHING GRAN	2,000
SALVATION ARMY THE 121 E BROADWAY BUTTE, MT 59701		PC 509(A) (2)	HOLIDAY GIVING 2013	2,500
SALVATION ARMY THE 1905 HENDERSON HELENA, MT 59601		PC 509(A) (2)	HOLIDAY GIVING 2013	2,500
Total 3a				11,361,120

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Name and address (home or business)				
a <i>Paid during the year</i>				
SALVATION ARMY THE 339 W BROADWAY MISSOULA, MT 59801		PC 509(A) (2)	RECURRING SCHOOL CLOTHING GRAN	10,000
SALVATION ARMY THE 339 W BROADWAY MISSOULA, MT 59801		PC 509(A) (2)	HOLIDAY GIVING 2013	2,500
SALVATION ARMY THE 339 W BROADWAY MISSOULA, MT 59801		PC 509(A) (2)	THANKSGIVING FOOD BOXES	1,000
SALVATION ARMY THE 616 1ST AVENUE NW GREAT FALLS, MT 59401		PC 509(A) (2)	HOLIDAY GIVING 2013	2,500
SALVATION ARMY THE 6605 SE LAKE ROAD PORTLAND, OR 97222		PC 509(A) (2)	ASSIST MILITARY FAMILIES	1,000
SANDERS COUNTY COALITION FOR FAMILIES PO BOX 1136 THOMPSON FALLS, MT 59873		PC 509(A) (2)	EMERGENCY SHELTER SUPPORT	10,000
SEELEY-SWAN FOOD BANK PO BOX 549 SEELEY LAKE, MT 59868		PC 509(A) (1)	2013 HOLIDAY GIVING	1,000
SENIOR CITIZENS OF LINCOLN COUNTY 206 E 2ND STREET LIBBY, MT 59923		PC 170(B) (1)(A)(VI)	MEALS PROGRAM	6,500
SHIFT EMPOWERMENT PROGRAMS PO BOX 193 LIVINGSTON, MT 59047		PC 509(A) (1)	SHIFT EMPOWERMENT	10,000
SILVER BOW 4-H LIVESTOCK PO BOX 685 BUTTE, MT 59703		PC 170(B) (1)(A)(VI)	FOOD BANK	2,500
SILVER BOW COUNTY DEVELOPMENTAL DISABILITIES COUNCIL 305 W MERCURY BUTTE, MT 59701		PC 170(B) (1)(A)(VI)	NUTRITION EDUCATION STATION	10,000
SOROPTOMIST FOUNDATION INC 438 SOUTH 6TH STREET EAST MISSOULA, MT 59801		PC 509(A) (2)	FUNDRAISING EVENT	500
SOUTH EASTERN WASHINGTON SERVICE CENTER OF THE DEAF & HARD OF HEAR 125 N 5TH AVENUE PASCO, WA 99301		PC 170(B) (1)(A)(VI)	HEARING IMPAIRED VIDEOPHONES	3,600
SOUTHWESTERN MONTANA FAMILY YMCA INC 75 SWENSON WAY DILLON, MT 59725		PC 170(B) (1)(A)(VI)	YMCA FOR YOUTH	5,000
SOUTHWESTERN MONTANA FAMILY YMCA INC 75 SWENSON WAY DILLON, MT 59725		PC 170(B) (1)(A)(VI)	SUMMER CAMP FOR 15 KIDS	5,000
Total			 3a	11,361,120


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a <i>Paid during the year</i>				
SPECIAL OLYMPICS MONTANA INC 3117 5TH AVENUE N GREAT FALLS,MT 59401		PC 170(B)(1) (A)(VI)	LEGENDS DINNER & AUCTION	2,500
SPECIAL OLYMPICS MONTANA INC PO BOX 3507 GREAT FALLS,MT 59403		PC 170(B)(1) (A)(VI)	SPECIAL OLYMPICS 2013	25,000
SPECIAL OLYMPICS MONTANA INC PO BOX 3507 GREAT FALLS,MT 59403		PC 170(B)(1) (A)(VI)	SPECIAL OLYMPICS 2014	10,000
ST IGNATIUS COMMUNITY SENIOR CITIZENS CENTER PO BOX 758 ST IGNATIUS,MT 59865		PC 170(B)(1) (A)(VI)	BUY KITCHEN EQUIPMENT	2,500
ST LABRE INDIAN SCHOOL PO BOX 216 ASHLAND,MT 59003		PC 509(A)(2)	HOLIDAY GIVING 2013	1,000
ST PATRICK HOSPITAL AND HEALTH FOUNDATION 500 W BROADWAY MISSOULA,MT 59801		PC 170(B)(1) (A)(VI)	TABLE TALK GRANT	2,500
ST VINCENT DEPAUL PO BOX 1562 GREAT FALLS,MT 59403		PC 509(A)(2)	HOLIDAY GIVING 2013	1,500
STEVENSVILLE PANTRY PARTNERS FOOD BANK PO BOX 806 STEVENSVILLE,MT 59870		PC 170(B)(1) (A)(VI)	HOLIDAY GIVING 2013	1,500
SUNBURST COMMUNITY SERVICE FOUNDATION PO BOX 703 ST IGNATIUS,MT 59865		PC 509(A)(2)	BUY GARDENING SUPPLIES	7,500
SUPERIOR SCHOOLS PO BOX 400 SUPERIOR,MT 59872		PC 170(B)(1) (A)(II)	WINTER CLOTHES FOR KIDS	1,000
SWEETGRASS HEALTH & WELLNESS FITNESS CENTER PO BOX 1614 BIG TIMBER,MT 59011		PC 170(B)(1) (A)(VI)	ART TEACHER AND ART SUPPLIES	3,500
TAMARACK GRIEF RESOURCE CENTER 516 S ORANGE ST MISSOULA,MT 59801		PC 170(B)(1) (A)(VI)	GRIEF COUNSELING	10,000
TETON COUNTY FOOD PANTRY PO BOX 534 CHOTEAU,MT 59422		PC 170(B)(1) (A)(VI)	HOLIDAY GIVING 2013	1,000
THOMPSON FALLS SCHOOL DISTRICT PO BOX 129 THOMPSON FALLS,MT 59873		PC 170(B)(1) (A)(II)	WINTER CLOTHES-THOM FALLS ELEM	1,000
THRIVE PO BOX 4325 BOZEMAN,MT 59772		PC 170(B)(1) (A)(VI)	PARTNERSHIP PROJECT	35,000
Total  3a				11,361,120


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a <i>Paid during the year</i>				
THRIVE PO BOX 4325 BOZEMAN,MT 59772		PC 170(B)(1) (A)(VI)	PARTNERSHIP PROJ FOR FAMILIES	10,000
TOBACCO VALLEY FOOD PANTRY PO BOX 714 EUREKA,MT 59917		PC 509(A) (2)	HOLIDAY GIVING 2013	1,000
TOLEDO COMMUNITY FOUNDATION PO BOX 32 TOLEDO,OR 97391		PC 170(B)(1) (A)(VI)	CITY OF TOLEDO PROJECTS	1,000
TOWNSEND ELEMENTARY SCHOOL 201 N SPRUCE STREET TOWNSEND,MT 59644		PC 170(B)(1) (A)(II)	WINTER CLOTHES- TOWNSEND SCHOOL	1,000
TRAVELERS REST PRESERVATION AND HERITAGE ASSOCIATION PO BOX 995 LOLO,MT 59847		PC 509(A) (2)	HISTORICAL PROGRAM FOR KIDS	2,500
TROY FOOD PANTRY 459 FOOTE ROAD TROY,MT 59935		PC 170(B)(1) (A)(VI)	HOLIDAY GIVING 2013	1,000
TUMBLEWEED 505 NORTH 24TH STREET BILLINGS,MT 59101		PC 170(B)(1) (A)(VI)	'STREET OUTREACH PROGRAM'	10,000
UNITED WAY OF BUTTE AND ANACONDA PO BOX 4447 BUTTE,MT 597024447		PC 170(B)(1) (A)(VI)	HEALTH SERVICE PROGRAMS	3,000
UNITED WAY OF LEWIS & CLARK COUNTY PO BOX 862 HELENA,MT 59624		PC 170(B)(1) (A)(VI)	HEALTH SERVICE PROGRAMS	3,000
UNITED WAY OF MISSOULA COUNTY PO BOX 7395 MISSOULA,MT 59807		PC 170(B)(1) (A)(VI)	HEALTH SERVICE PROGRAMS	5,000
UNITED WAY OF YELLOWSTONE COUNTY 2920 2ND AVENUE NORTH BILLINGS,MT 59101		PC 170(B)(1) (A)(VI)	HEALTH SERVICE PROGRAM	3,500
UNIVERSITY OF GREAT FALLS 130120TH ST SOUTH GREAT FALLS,MT 59405		PC 170(B)(1) (A)(II)	FUND SCHOLARSHIPS AWARDED BY UNIVERSITY	5,000
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 59807		PC 170(B)(1) (A)(IV)	FUND SCHOLARSHIPS AWARDED BY FOUNDATION	10,000
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 59807		PC 170(B)(1) (A)(IV)	FUND SCHOLARSHIPS AWARDED BY FOUNDATION	10,000
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 59807		PC 170(B)(1) (A)(IV)	Q1 SHAPE P-20 GRANT	111,947
Total			3a	11,361,120


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UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 59807		PC 170(B)(1)(A)(IV)	ODYSSEY TO THE STARS 2013	10,000
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 59807		PC 170(B)(1)(A)(IV)	SHAPE P-20 PROGRAM	46,730
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 59807		PC 170(B)(1)(A)(IV)	'SPECTRUM PROGRAM'	10,000
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 59807		PC 170(B)(1)(A)(IV)	SHAPE P-20	46,730
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 59807		PC 170(B)(1)(A)(IV)	TEDXUMONTANA SPEAKERS	5,000
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 59807		PC 170(B)(1)(A)(IV)	Q4 'SHAPE P-20'	92,381
UNIVERSITY OF MONTANA WESTERN FOUNDATION 710 S ATLANTIC DILLON,MT 597253598		PC 170(B)(1)(A)(IV)	FUND SCHOLARSHIPS AWARDED BY FOUNDATION	5,000
VALLEY COMMUNITY EMERGENCY FOOD BANK PO BOX 63 GLASCOW,MT 59230		PC 170(B)(1)(A)(III	HOLIDAY GIVING 2013	1,000
VANCOUVER MARITIME MUSEUM SOCIETY 6040 EAST SOOKE ROAD VANCOUVER,BRITISH COLUMBIA V9Z 0Z7 CA		NC CANADIAN	FUND GROWTH AND IMPLEMENT EDUCATIONAL PROGRAMS	94,644
VANESSA BEHAN CRISIS NURSERY 1004 E 8TH AVENUE SPOKANE,WA 99202		PC 170(B)(1)(A)(VI)	CRISIS CHILD CARE SERVICES	5,000
VOLUNTEERS OF AMERICA INC 2822 3RD AVE N SUITE 206 SHERIDAN,WY 59101		PC 509(A)(1)OR (A)	CAMP POSTCARD	5,000
WALLEYES UNLIMITED OF MONTANA PO BOX 1293 HELENA,MT 59635		PC 170(B)(1)(A)(VI)	CATCH FISHING FEVER	5,000
WATSON CHILDREN'S SHELTER 1610 S 3RD WEST SUITE 201 MISSOULA,MT 59801		PC 170(B)(1)(A)(VI)	OPERATIONAL COST ASSISTANCE	5,000
WESTERN MONTANA MENTAL HEALTH CENTER 1325 WYOMING MISSOULA,MT 59801		PC 509(A)(1)OR (A)	FLAGSHIP GRANT	45,000
WESTSHORE FOOD BANK PO BOX 192 LAKESIDE,MT 59922		PC 509(A)(2)	HOLIDAY GIVING 2013	1,500
Total  3a				11,361,120

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WHITEFISH THEATRE COMPANY 1 CENTRAL AVENUE WHITEFISH, MT 59937		PC 170(B)(1) (A)(VI)	MUSIC/DANCE PERFORMANCES	5,000
WHITEHALL FOOD PANTRY 100 N BROOKE WHITEHALL, MT 59759		PC 509(A) (2)	HOLIDAY GIVING 2013	1,500
WIBAUX PUBLIC SCHOOLS 2292 HWY 261 WIBAUX, MT 59353		PC 170(B)(1) (A)(II)	CHALLENGE GRANT	10,000
WILDHORSE SPORTS ASSOCIATION PO BOX 4 PLAINS, MT 59859		PC 170(B)(1) (A)(VI)	PHASE1-SPORTS COMPLEX	10,000
WOMEN'S & CHILDREN'S FREE RESTAURANT 1620 N MONROE SPOKANE, WA 99205		PC 509(A) (2)	OUTREACH MEALS	2,500
WOMEN'S OPPORTUNITY & RESOURCE DEVELOPMENT INC 2525 PALMER STREET SUITE 1 MISSOULA, MT 59808		PC 170(B)(1) (A)(VI)	MANY FACES OF WOMEN	2,500
WOMEN'S OPPORTUNITY & RESOURCE DEVELOPMENT INC 2525 PALMER STREET SUITE 1 MISSOULA, MT 59808		PC 170(B)(1) (A)(VI)	PARENTS AS LEADERS GRANT	25,000
WORLD AFFAIRS COUNCIL OF MONTANA 201 W MAIN SUITE 101 MISSOULA, MT 59802		PC 170(B)(1) (A)(VI)	K-12 GLOBAL EDUC SPEAKERS	10,000
WORLD AFFAIRS COUNCIL OF MONTANA 201 W MAIN SUITE 101 MISSOULA, MT 59802		PC 170(B)(1) (A)(VI)	ACADEMIC WORLD QUEST PROGRAM	40,000
WORLD AFFAIRS COUNCIL OF MONTANA 201 W MAIN SUITE 101 MISSOULA, MT 59802		PC 170(B)(1) (A)(VI)	ACADEMIC WORLD QUEST PROGRAM	10,000
WOUNDED WARRIORS PROJECT INC PO BOX 748517 TOPEKA, KS 66675		PC 170(B)(1) (A)(VI)	WOUNDED SVC MEMBER ASSISTANCE	1,000
YMCA OF COLUMBIA-WILLAMETTE 9500 SW BARBUR BLVD SUITE 200 PORTLAND, OR 97219		PC 509(A) (2)	EARLY CHILDHOOD DEVELOP PROG	5,000
YMCA OF HELENA INC 1200 N LAST CHANCE GULCH HELENA, MT 59601		PC 509(A) (2)	YMCA FOR YOUTHS	5,000
YMCA OF YELLOWSTONE COUNTY 402 NORTH 32ND STREET BILLINGS, MT 59101		PC 509(A) (2)	PARTICIPATION IN YMCA FOR KIDS	5,000
YOUNG FAMILIES EARLY HEAD START 1020 COOK AVE BILLINGS, MT 59102		PC 170(B)(1) (A)(VI)	PARENTING SKILLS EDUCATION	10,000
Total  3a				11,361,120

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
YOUNG LIFE PO BOX 547 BOZEMAN,MT 597710547		PC 170(B)(1) (A)(I)	REGIONAL EXPENSES	25,000
YOUNG LIFE PO BOX 547 BOZEMAN,MT 597710547		PC 170(B)(1) (A)(I)	FUND YOUTH SCHOLARSHIPS AWARDED BY ORGANIZATION	25,000
YOUNG LIFE PO BOX 547 BOZEMAN,MT 597710547		PC 170(B)(1) (A)(I)	FUND SCHOLARSHIPS AWARDED BY ORGANIZATION & MINISTRY SUPPORT	15,000
YOUNG LIFE PO BOX 547 BUTTE,MT 59701		PC 170(B)(1) (A)(I)	2013 MR PRES FUND GRANT	1,500
YOUNG LIFE PO BOX 547 COLORADO SPRINGS,CO 80901		PC 170(B)(1) (A)(I)	DENNY & MARILYN RYDBERG FUND	15,000
YOUNG LIFE PO BOX 547 MISSOULA,MT 59802		PC 170(B)(1) (A)(I)	KICKBALL CLASSIC	2,500
YOUNG MUSICIANS CLUB PO BOX 4305 BUTTE,MT 59701		PC 509(A) (2)	MUSIC EDUCATION	2,500
YOUNG PARENTS EDUCATION CENTER 2400 CENTRAL AVE GREAT FALLS,MT 59401		PC 509(A) (2)	PARENTING SKILLS CLASSES	7,500
YOUNG WOMENS CHRISTIAN ASSO OF MISSOULA 1130 W BROADWAY MISSOULA,MT 59802		PC 509(A) (2)	GATEWAY ASSESSMENT PROGRAM	10,000
YOUTH HOMES INC PO BOX 7616 MISSOULA,MT 59807		PC 170(B)(1) (A)(VI)	OUTREACH EFFORTS TO FAMILIES	5,000
YOUTH HOMES INC PO BOX 7616 MISSOULA,MT 59807		PC 170(B)(1) (A)(VI)	TOM ROY YOUTH GUIDANCE HOME	1,200
YWCA BILLINGS 909 WYOMING AVENUE BILLINGS,MT 59101		PC 509(A) (2)	BUY EDUCATIONAL MATERIALS	10,000
YWCA OF GREAT FALLS 220 2ND STREET N GREAT FALLS,MT 59401		PC 170(B)(1) (A)(VI)	SHELTER SUPPLIES GRANT	10,000
ZOOTOWN ARTS COMMUNITY CENTER 235 N 1ST STREET WEST MISSOULA,MT 59802		PC 509(A) (2)	YOUNG ARTIST AFTER SCHOOL PROG	10,000
Total  3a				11,361,120

TY 2013 Accounting Fees Schedule

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	171,709	0		146,824

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Expenditure Responsibility Statement

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
CANADIAN COAST GUARD AUXILARY	6040 EAST SOOKE ROAD VANCOUVER, BRITISH COLUMBIA V9Z 0Z7 CA	2013-05-23	98,454	SUPPORT "TRAINING AT THE TRAINING CENTRE" AS WELL AS PURCHASE EQUIPMENT FOR SIX STATIONS IN BRITISH COLUMBIA	98,454	TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED	4/7/14	2014-04-07	
BUTTE TRAP AND SKEET CLUB	PO BOX 4402 BUTTE, MT 59702	2013-11-26	2,500	PURCHASE TARGETS AND AMMUNITION SUPPLIED AT NO COST TO 4H USERS AND UPDATING THE BUTTE MEDAL	2,500	TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED	DUE SPRING 2015 (EXTENDED)	2014-11-14	
MONTANA PRIMARY CARE ASSOCIATION	1805 EUCLID AVENUE HELENA, MT 59620	2013-03-01	80,000	FUND DENTAL HEALTH EDUC PROG	80,000	TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED	11/6/14	2014-11-06	
COVENANT HOUSE VANCOUVER	6040 EAST SOOKE ROAD VANCOUVER, BRITISH COLUMBIA V9Z 0Z7 CA	2013-12-10	2,382	PROVIDE HOMELESS YOUTH WITH ESSENTIAL SHELTER, SAFETY AND CARE	2,382	TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED	6/18/14	2014-06-08	
GENERAL COUNCIL OF THE ASSEMBLIES OF GOD (DBA PLAINS COMMUNITY FOOD BANK)	11962 E CHRISTIAN CHURCH ROAD PLAINS, MT 59859	2013-11-22	1,500	2013 HOLIDAY GIVING	1,500	TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED	11/10/14	2014-11-10	
GREATER VANCOUVER FOOD BANK SO	6040 EAST SOOKE ROAD VANCOUVER, BRITISH COLUMBIA V9Z 0Z7 CA	2013-12-20	2,500	FOOD BANK SUPPLIES	2,500	TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED	11/10/14	2014-11-10	
VANCOUVER MARITIME MUSEUM SOCIETY	6040 EAST SOOKE ROAD VANCOUVER, BRITISH COLUMBIA V9Z 0Z7 CA	2013-07-12	94,644	TO ASSIST WITH OPERATING COSTS OF PUBLIC AND EDUCATIONAL PROGRAMS	94,644	TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED	6/16/14	2014-06-16	

TY 2013 Explanation of Non-Filing with Attorney General Statement

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Statement: THE MONTANA ATTORNEY GENERAL'S OFFICE DOES NOT REQUIRE
A COPY OF THE FORM 990-PF TO BE FILED WITH THEM.

TY 2013 General Explanation Attachment

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Identifier	Return Reference	Explanation
	EXPLANATION OF AMENDMENTS TO FORM 990-PF	<p>THE FORM 990PF WAS AMENDED TO REPORT THE CORRECT INVESTMENT INCOME AND EXPENSES SUBJECT TO IRC SECTION 4940 TAX AS PART OF THE CORRECTION, A PORTION OF THE ORDINARY SALES SHOULD HAVE BEEN TREATED AS SUBJECT TO UNRELATED BUSINESS ACTIVITY ON THE FORM 990T IN ADDITION, THE CHANGE IN INVESTMENT EXPENSES AFFECTED THE AMOUNT OF THE QUALIFYING DISTRIBUTION IN COLUMN (D) BELOW ARE THE INCREASES (DECREASES) IN THE LINE ITEMS DUE TO THE AMENDMENT PART I, COLUMN (B) ORIGINAL AMENDED DIFFERENCE LINE 3 6,754,495 2,556,171 (4,198,324)LINE 4 3,332,870 6,237,021 2,904,151LINE 5A 477 477 -LINE 6B 363,627,720 360,649,158 (2,978,562)LINE 7 1,809,925 5,425,677 3,615,752LINE 11 533,924 8,229 (525,695)LINE 12 12,431,691 14,227,575 1,795,884LINE 16C 285,447 1,379,585 1,094,138 LINE 18 113,200 - (113,200)LINE 23 254,537 30,636 (223,901) LINE 24 653,184 1,410,221 757,037 LINE 26 653,184 1,410,221 757,037LINE 27B 11,778,507 12,817,354 1,038,847 PART I, COLUMN (D) ORIGINAL AMENDED DIFFERENCE LINE 16C 1,110,556 14,740 (1,095,816)LINE 26 12,836,107 11,740,291 (1,095,816) PART IV ORIGINAL AMENDED DIFFERENCE LINE 1A, COLUMN E 363,204,286 360,225,724 (2,978,562)LINE 1A, COLUMN G 361,802,255 355,207,941 (6,594,314)LINE 1A, COLUMN H 1,402,031 5,017,783 3,615,752 LINE 1A, COLUMN L 1,402,031 5,017,783 3,615,752LINE 2 1,809,925 5,425,677 3,615,752 PART VI ORIGINAL AMENDED DIFFERENCeline 1 235,570 256,347 20,777LINE 3 235,570 256,347 20,777LINE 5 235,570 256,347 20,777LINE 7 322,106 235,957 (85,149)LINE 8 387 404 17LINE 10 86,149 20,794 LINE 11 86,149 20,794 IN ADDITION TO CORRECTING INVESTMENT INCOME AND EXPENSES SUBJECT TO IRC SECTION 4940 TAX, THE FORM 990PF WAS AMENDED TO INCLUDE THE VALUE OF INTEREST RECEIVABLES AND PREPAID IN THE CALCULATION OF THE FOUNDATION'S REQUIRED DISTRIBUTIONS BELOW ARE THE INCREASES (DECREASES) IN THE LINE ITEMS DUE TO THE AMENDMENT PART X ORIGINAL AMENDED DIFFERENCE LINE 1A 421,142,750 422,388,710 1,245,960LINE 1B 46,512,628 46,512,628 - LINE 1C 45,631,227 44,760,434 (870,793)LINE 1D 513,286,605 513,661,772 375,167LINE 3 513,286,605 513,661,772 375,167LINE 4 7,699,299 7,704,927 5,628 LINE 5 505,587,306 505,956,845 369,539 LINE 6 25,279,365 25,297,842 18,477 PART XI ORIGINAL AMENDED DIFFERENCeline 1 25,279,365 25,297,842 18,477LINE 2A 235,570 256,347 20,777LINE 3 25,043,795 25,041,495 (2,300) LINE 5 25,043,795 25,041,495 (2,300) LINE 7 25,043,795 25,041,495 (2,300) PART XII ORIGINAL AMENDED DIFFERENCE LINE 1A 12,836,107 11,740,291 (1,095,816)LINE 4 12,836,107 11,740,291 (1,095,816) LINE 6 12,836,107 11,740,291 (1,095,816) PART XIII ORIGINAL AMENDED DIFFERENCeline 1 25,043,795 25,041,495 (2,300) LINE 2 7,823,152 7,931,144 107,992 LINE 4 12,836,107 11,740,291 (1,095,816)LINE 4D 5,012,955 3,809,147 (1,203,808)LINE 6F 20,030,840 21,232,348 1,201,508 PART V ORIGINAL AMENDED DIFFERENCeline 1 2012 COLUMN (C) 432,514,737 434,059,563 1,544,826LINE 1 2012 COLUMN (D) 0 009389 0 009356 (0 000033)LINE 2 0 226148 0 226115 (0 000033)LINE 3 0 045230 0 045223 (0 000007)LINE 4 505,587,306 505,956,845 369,539 LINE 5 22,867,714 22,880,886 13,172 LINE 6 117,785 128,174 10,389LINE 7 22,985,499 23,009,060 23,561 LINE 8 12,836,107 11,740,291 (1,095,816)</p>

TY 2013 Investments Corporate Bonds Schedule

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME FUNDS	196,313,415	196,313,415

**TY 2013 Investments Corporate
Stock Schedule****Name:** DENNIS & PHYLLIS WASHINGTON FOUNDATION**EIN:** 36-3606913

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MARKETABLE EQUITY SECURITIES	227,795,323	227,795,323

**TY 2013 Investments Government
Obligations Schedule****Name:** DENNIS & PHYLLIS WASHINGTON FOUNDATION**EIN:** 36-3606913**US Government Securities - End of****Year Book Value:**

56,868,973

US Government Securities - End of**Year Fair Market Value:**

56,868,973

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2013 Investments - Other Schedule**Name:** DENNIS & PHYLLIS WASHINGTON FOUNDATION**EIN:** 36-3606913

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT INTEREST RECEIVABLE	FMV	1,592,625	1,592,625
CASTLE CREEK	FMV	4,919,319	4,919,319
GLADWYNE-BRYN MAWR	FMV	4,014,306	4,014,306
GRAHAM CAPITAL MGMT	FMV	3,903,102	3,903,102
DAVIDSON KEMPNER	FMV	5,595,645	5,595,645
BALYASNY ATLAS	FMV	4,708,768	4,708,768
BLACKSTONE	FMV	22,988,293	22,988,293
CARLSON CAP DOUBLE BLACK DIAM	FMV	2,767,854	2,767,854

TY 2013 Legal Fees Schedule

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	13,358	0		53,771

TY 2013 Other Expenses Schedule**Name:** DENNIS & PHYLLIS WASHINGTON FOUNDATION**EIN:** 36-3606913

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POSTAGE	59	0		59
DUES AND SUBSCRIPTIONS	21,082	0		21,082
PUBLIC RELATIONS	88,520	0		81,763
EXECUTIVE COSTS	12,000	0		48,300
LICENSES AND PERMITS	15	0		15
TRAINING AND EDUCATION	1,560	0		0
FACILITY SERVICES	175	0		175
APPLICATIONS	6,091	0		9,887
FULLY TAXED INVESTMENT	-752	0		0
DEDUCTIONS FROM PTP INVESTMENTS	0	30,636		0

TY 2013 Other Increases Schedule

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	14,436,528

TY 2013 Other Liabilities Schedule**Name:** DENNIS & PHYLLIS WASHINGTON FOUNDATION**EIN:** 36-3606913

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED TAX LIABILITY	38,876	329,685
EXCISE TAXES PAYABLE	67,043	0

TY 2013 Other Professional Fees Schedule**Name:** DENNIS & PHYLLIS WASHINGTON FOUNDATION**EIN:** 36-3606913

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	4,817	0		0
INVESTMENT MANAGEMENT FEES	1,379,585	1,379,585		0
CONTRACT SERVICES	8,100	0		14,740

TY 2013 Taxes Schedule

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	630,809	0		0

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization DENNIS & PHYLLIS WASHINGTON FOUNDATION	Employer identification number 36-3606913
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization DENNIS & PHYLLIS WASHINGTON FOUNDATION	Employer identification number 36-3606913
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>1</div>	DENNIS & PHYLLIS WASHINGTON PO BOX 16630 MISSOULA, MT 59808	\$ 67,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<div>2</div>	MONTANA RAIL LINK PO BOX 16624 MISSOULA, MT 59808	\$ 1,088,472	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<div>3</div>	MONTANA RESOURCES 600 SHIELDS AVENUE BUTTE, MT 59701	\$ 1,059,932	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<div></div>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<div></div>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<div></div>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<div></div>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization DENNIS & PHYLLIS WASHINGTON FOUNDATION	Employer identification number 36-3606913
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization DENNIS & PHYLLIS WASHINGTON FOUNDATION	Employer identification number 36-3606913
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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